

FIG. 1

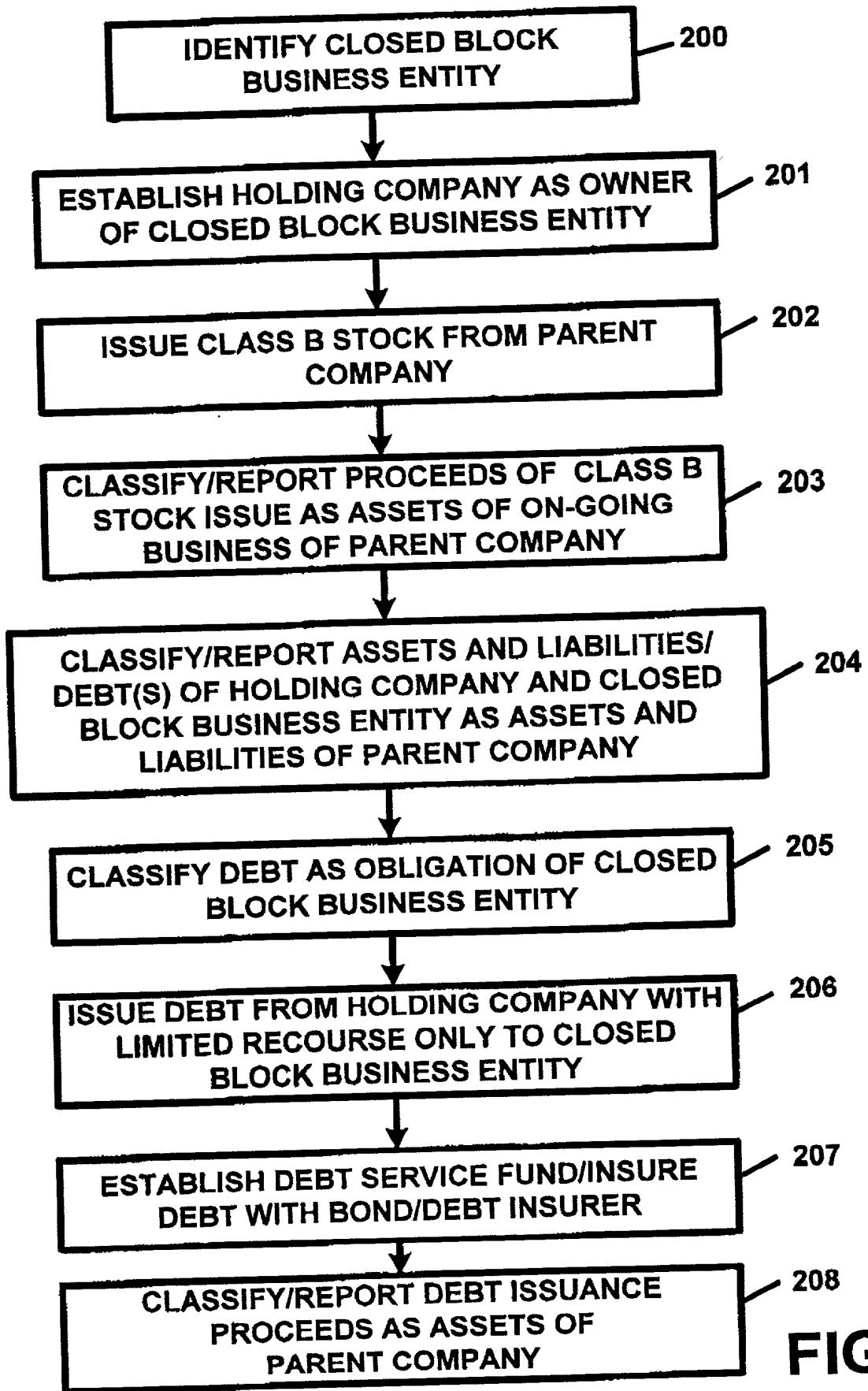


FIG. 2

BALANCE SHEETS (POST TRANSACTION)

| PARENT COMPANY | | ON-GOING BUSINESS ("OB") | | CLOSED BLOCK BUSINESS ("CBB") | |
|----------------|--|---|--|---|---|
| ASSETS | LIABILITIES | ASSETS | LIABILITIES | ASSETS | LIABILITIES |
| CBB - ASSETS | CBB - LIABILITIES (INCLUDING CBB - DEBT) | OB - ASSETS (INCLUDING CBB - DEBT PROCEEDS) | OB - LIABILITIES | CBB - ASSETS | CBB - LIABILITIES (INCLUDING CBB - DEBT) |
| OB - ASSETS | OB - LIABILITIES | OB - ASSETS (INCLUDING OB - EQUITY) | OB - LIABILITIES | OB - ASSETS (INCLUDING OB - EQUITY) | OB - LIABILITIES (INCLUDING OB - EQUITY) |
| | | | EQUITY | | EQUITY |
| | | COMMON "A" STOCK (INCLUDING OB - EQUITY) | COMMON "A" STOCK (INCLUDING OB - EQUITY) | COMMON "B" STOCK (INCLUDING CBB - EQUITY) | COMMON "B" STOCK (INCLUDING CBB - EQUITY) |
| | | | | | |

FIG. 3

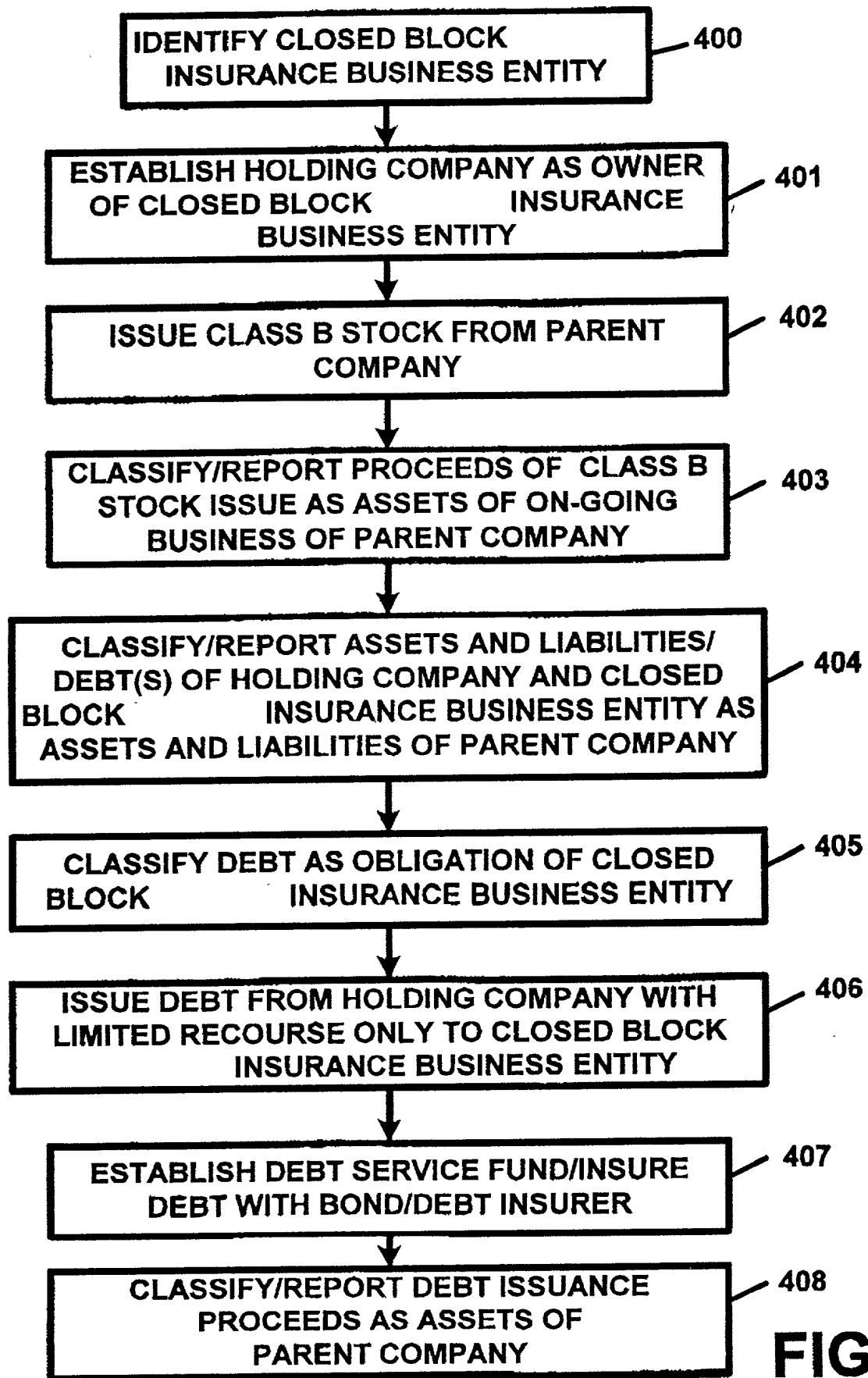


FIG. 4